

JUDGE HELLERSTEIN

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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SECURITIES AND EXCHANGE COMMISSION, :

Applicant, :

- against - :

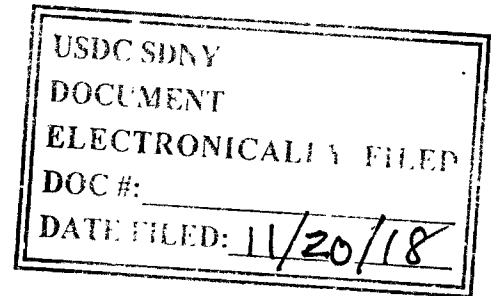
PREMIER HOLDING CORPORATION, :

Respondent. :

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ORDER TO SHOW CAUSE

WHEREAS, the Securities and Exchange Commission ("Commission") applied for an order directing Respondent Premier Holding Corp. ("Premier") to show cause why it should not be ordered to produce documents as called for by the Commission's investigative subpoena served on Premier on August 1, 2018 (the "Subpoena");

WHEREAS, THE Court has considered the application filed by the Commission and the memorandum of law and declarations, with exhibits, filed in support of the application;

WHEREAS, based upon these documents, the Court is satisfied that the Commission has made a sufficient and proper showing of the relief sought in its application, and therefore:

I.

IT IS HEREBY ORDERED that Respondent Premier shall show cause in writing by December 7, 2018 in Room 140 of the United States Courthouse, Southern District of New York, why the Court should not issue an Order:

(a) directing Premier to produce all documents responsive to the Subpoena within its

possession, custody, or control to the Commission no later than a date to be determined.

- (b) directing that, if Premier does not have documents in its possession, custody, or control that are responsive to the Subpoena or to any requests contained in the Subpoena, Premier will submit a sworn statement to the Commission describing the efforts it made to locate responsive documents and the results of those efforts, no later than the date set for the above in paragraph (a);
- (c) directing that, in the event Premier does not produce the documents or statements described in paragraphs (a) or (b) by the date specified above in those paragraphs,
 - (i) the Commission will have established a *prima facie* case of civil contempt against Premier for its failure to comply with the Order directing it to produce documents, and
 - (ii) Premier may be held in civil contempt for failure to comply with that Order without further notice or hearing; and
- (d) Granting the relief in the foregoing paragraphs (a) through (c) in the event Premier fails to file an explanation with the Court by 12/7/18 as to why the Court should not grant that relief.

II.

IT IS FURTHER ORDERED that a copy of this Order and the papers supporting the Commission's application be served upon Premier by transmitting the papers to Premier or any of its officers or agents—including either of attorney Darryl Sheetz or CEO Randall Letcavage—on or before 11/22/18 by e-mail, facsimile, personal service, any overnight mail delivery service, or any method that would satisfy the requirements for service of process under Federal Rule of Civil Procedure 4.

III.

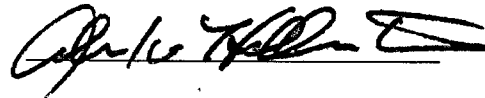
IT IS FURTHER ORDERED that Premier shall file and serve any opposing papers in

response to the application no later than 12/7/18, 2018. Service shall be made by delivering the papers via e-mail to FischerH@sec.gov and by sending a hard copy of the papers via first class mail or commercial overnight courier to Howard Fischer, Esq., at the Commission's New York Regional Office, Brookfield Place, 200 Vesey Street, Suite 400, New York, New York 10281. The Commission shall have until 12/21/18 2018 to serve any reply papers on Respondent. The Commission shall serve any response on Premier or its counsel by e-mail, facsimile, courier, or any overnight mail delivery service.

SO ORDERED

Dated: November 20 2018

New York, New York

A handwritten signature in black ink, appearing to read "John L. Walker", is written over a horizontal line.

United States District Court Judge